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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER SETTING MAXIMUM AMOUNT OF
PROOF OF CLAIM NUMBER 14028 AND DISALLOWING AND EXPUNGING PROOFS
OF CLAIM NUMBERS 14029 AND 14030
(RACHEL G. BAXTER)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Rachel G. Baxter respectfully submit this Joint Stipulation And Agreed Order Capping Proof Of Claim Number 14028 And Disallowing And Expunging Proofs of Claim Numbers 14029 And 14030 (Rachel G. Baxter) (the "Joint Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York (the "Court").

WHEREAS, on July 31, 2006, Rachel G. Baxter (the "Claimant") filed proof of claim number 14028 ("Proof of Claim 14028") against Delphi. The Proof of Claim asserts an unsecured non-priority claim in an unliquidated amount arising from an alleged indemnification agreement ("Claim 14028").

WHEREAS, on July 31, 2006, Baxter filed proof of claim number 14029 ("Proof of Claim 14029") against Delphi Automotive Systems LLC ("DAS LLC"). The Proof of Claim asserts an unsecured non-priority claim in an unliquidated amount arising from an alleged indemnification agreement ("Claim 14029").

WHEREAS, on July 31, 2006, Baxter filed proof of claim number 14030 ("Proof of Claim 14030," together with Proof of Claim 14028 and Proof of Claim 14029, the "Proofs of Claim") against Delphi Automotive Systems Human Resources ("DAS Human Resources"). Proof of Claim 14030 asserts an unsecured non-priority claim in an unliquidated amount arising from an alleged indemnification agreement ("Claim 14030", together with Claim 14028 and Claim 14029, the "Claims").

WHEREAS, by the execution of this Joint Stipulation and the agreement of the parties, the Proofs of Claim are hereby deemed objected to within the meaning of section 502 of the Bankruptcy Code.

WHEREAS, the Claimant hereto acknowledges that she has been given the opportunity to consult with counsel before executing this Joint Stipulation and is executing such Joint Stipulation without duress or coercion and without reliance on any representations, warranties, or commitments other than those representations, warranties, and commitments set forth in this Joint Stipulation.

WHEREAS, pursuant to this Joint Stipulation, the Debtors and the Claimant acknowledge and agree that the asserted amount of Claim 14028 shall be modified such that in no event shall Claim 14028 be allowed in an amount exceeding \$50,000.00.

THEREFORE, the Debtors and the Claimant stipulate and agree as follows:

1. Claim 14028 is hereby modified such that in no event shall Claim 14028 be allowed in an amount exceeding \$50,000.00.

2. Claim 14029 and Claim 14030 are hereby disallowed and expunged in their entirety.

3. Solely to the extent that (a) the Claimant filed duplicative claims against Delphi, DAS LLC, and DAS Human Resources for the same asserted obligation and (b) the Debtors are seeking to have Claim 14029 and Claim 14030 disallowed and expunged, the Debtors will not seek to have the Claim 14028 disallowed and expunged solely on the basis that Claim 14028 is asserted against the incorrect Debtor, provided that Claim 14029 or Claim 14030 was originally filed against the correct Debtor. For the avoidance of doubt, except as expressly provided in the preceding sentence, Claim 14028 would remain subject to further objection on

any grounds whatsoever, including, without limitation, that Claim 14028 is asserted against the incorrect Debtor if the Claimant did not file a claim against the correct Debtor. Furthermore, the Debtors reserve the right to object to Claim 14028 and any holder of Claim 14028 may seek relief from this Court for the purposes of requesting that this Court modify the Debtor or Debtors against which Claim 14028 is asserted.

4. The Claims are hereby deemed objected to within the meaning of section 502 of the Bankruptcy Code.

5. Nothing contained herein shall constitute, nor shall it be deemed to constitute, the allowance of any claim asserted against any of the Debtors.

So Ordered in New York, New York, this 14th day of October, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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/s/ Rachel G. Baxter

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